

**Item #10 and 11:**  
**Transactions and Contracts**



Ernst & Young Professional Services (Professional LLC)  
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**LIMITED ASSURANCE REPORT  
TO THE SHAREHOLDERS OF SAUDI TADAWUL GROUP HOLDING COMPANY  
(A SAUDI JOINT STOCK COMPANY)**

**Scope**

We have been engaged by Saudi Tadawul Group Holding Company (the “Company”) to perform a ‘limited assurance engagement’, as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the engagement, to report on the Company’s compliance with the requirements of Article (71) of the Companies’ Law (the “Subject Matter”) contained in the Company’s attached notification (Appendix A) which is presented by the Company’s Board of Directors (“BOD”) to the Ordinary General Assembly on the transactions and contracts in which certain members of the Company’s BOD have a direct or indirect personal interest in them for the year ended 31 December 2024.

**Criteria Applied by the Company**

In preparing the Subject Matter, the Company applied the below criteria (the “Criteria”). Such Criteria were specifically designed for the notification presented by the Company’s BOD to the Ordinary General Assembly (Appendix A). As a result, the Subject Matter information may not be suitable for another purpose.

- Article (71) of the Companies’ Law issued by the Ministry of Commerce.
- Notification presented by the Company’s BOD to the Ordinary General Assembly (Appendix A) dated 18 March 2025.
- Declarations submitted by certain members of the BOD regarding the transactions and contracts in which they have a direct or indirect personal interest in them.
- Resolution of the BOD which include disclosures by certain members of the Company BOD regarding transactions and contracts in which they have a direct or indirect personal interest in them.
- The Company’s accounting records for the year ended 31 December 2024.

**Company’s Responsibilities**

The Company’s management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the Subject Matter, such that it is free from material misstatement, whether due to fraud or error.



**LIMITED ASSURANCE REPORT  
TO THE SHAREHOLDERS OF SAUDI TADAWUL GROUP HOLDING COMPANY  
(A SAUDI JOINT STOCK COMPANY) (CONTINUED)**

**Our Responsibilities**

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* ("ISAE 3000") that is endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 18 November 2024. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

**Our Independence and Quality Management**

We have maintained our independence and confirm that we have met the requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, that is endorsed in the Kingdom of Saudi Arabia, which requires that we design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Description of Procedures Performed**

Procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent, than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject Matter and related information and applying analytical and other appropriate procedures.



**LIMITED ASSURANCE REPORT  
TO THE SHAREHOLDERS OF SAUDI TADAWUL GROUP HOLDING COMPANY  
(A SAUDI JOINT STOCK COMPANY) (CONTINUED)**

**Description of Procedures Performed (continued)**

Our procedures included:

- Obtained the notification presented by the Company's BOD to the Ordinary General Assembly (Appendix A) regarding the transactions and contracts entered between certain members of the BOD having directly or indirectly with the Company during the year ended 31 December 2024.
- Obtained the declarations from certain members of the Company's BOD for the transactions and contracts done with the Company's in which certain members of the Company's BOD have a direct or indirect personal interest in them.
- Obtained resolution of the BOD that indicates that certain members' notifications to the BOD of transactions and contracts done with the Company in which certain members of the Company's BOD have a direct or indirect personal interest in them during the year ended 31 December 2024.
- Discussed with the management the contracts and transactions between the BOD members either directly or indirectly with the Company during the year ended 31 December 2024, along with the pricing applied on these contracts and transactions.
- Compared the financial information contained in the attached notification with the Company's accounting records for the year ended 31 December 2024.

We also performed such other procedures as we considered necessary in the circumstances.

**Other Matter**

The attached notification (Appendix A) is stamped by us for identification purposes only.

**Conclusion**

Based on our procedures and the evidence obtained, we are not aware of any material modifications that need to be made to the Subject Matter, in order for it to be in accordance with the Criteria applied by the Company referred to above.

for Ernst & Young Professional Services

Waleed G. Tawfiq  
Certified Public Accountant  
License No. (437)



Riyadh: 8 Shawwal 1446H  
(6 April 2025)

# Notification from the STG Board of Directors to the General Assembly Meeting



Date: 18 March 2025

التاريخ: ١٨ مارس ٢٠٢٥

To the shareholders of Saudi Tadawul Group Holding Company

إلى مساهمي شركة مجموعة تداول السعودية القابضة

Subject: Notification from the Board of Directors to the General Assembly Meeting

الموضوع: تليغ من مجلس الإدارة إلى اجتماع الجمعية العامة

With reference to article (71) of the Companies law, would like to inform you that during the fiscal year 2024, the Saudi Tadawul Group Holding Company has entered into a number of business transactions and contracts in which some of the Board members have interest (indirect) as per the attached report. Such contracts and transactions were executed in accordance with the relevant regulations.

بالإشارة إلى المادة (٧١) من نظام الشركات نود إبلاغكم بأنه خلال العام المالي ٢٠٢٤م، قامت شركة مجموعة تداول السعودية القابضة بالدخول في عقود ومعاملات تجارية كان لبعض أعضاء مجلس الإدارة مصلحة فيها (بطريقة غير مباشرة) وذلك وفقاً للتقرير المرفق والتي تم التعامل معها في ضوء الأنظمة ذات العلاقة.

The contracts and transactions have also been disclosed as part of the Company's Annual Report for the year 2024 as per legal requirements noting that the company in such transactions follows the same terms and commercial principles followed with third parties, without any preference.

كما تم الإفصاح عنه في التقرير السنوي للشركة للعام ٢٠٢٤م، حسب المتطلبات النظامية، علماً بأن الشركة في مثل هذه التعاملات تتبع نفس الشروط والأسس التجارية المتبعة مع الغير ودون أي تفضيل.

In this regard, the Board recommends to the General Assembly, approving the continuation of these transactions as per the details included in the attached Appendix.

وبهذا الخصوص، يوصي المجلس على استمرار هذه التعاملات والعقود الواردة في الملحق.

Also, as per the relevant regulations, we have requested the company's External Auditor to issue a report on the subject transactions presented to the Shareholders General Assembly which is attached along with the agenda of the AGM.










وحسب المتطلبات النظامية ذات العلاقة، طلب من مراجع حسابات الشركة إعداد تقرير من قبل مراجع حسابات الشركة الخارجي بشأن هذه الأعمال لعرضه على الجمعية العامة والمرفق في جدول أعمال الجمعية.



Classification: Internal

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3229 البوليغارد المالي، حي العقيق - قطعة رقم 1.17 - الرياض 13519 - 6789 - المملكة العربية السعودية  
3229 Financial Boulevard, Al Aqiq District - Parcel 1.17 - Riyadh 13519 - 6789 - Kingdom of Saudi Arabia  
شركة سعودية مساهمة مدرجة - رأس مالها: 1,200,000,000 ريال (مدفوع بالكامل) - س.ت: 1010241733  
A Saudi Joint Stock Listed company, capital value 1,200,000,000 SAR ( Fully paid up), C.R 1010241733

Board of Directors Approval موافقة مجلس الإدارة	
 <p>سعادة الأستاذ/ يزيد بن عبد الرحمن الحميد Mr. Yazeed A. AlHumaid</p>	 <p>سعادة الأستاذ/ مارك ماكبيس Mr. Mark Makepeace</p>
 <p>سعادة الأستاذ/ إكسافير روليت Mr. Xavier Rolet</p>	 <p>سعادة المهندس/ خالد بن عبد الله الحصان Eng. Khalid A. AlHussan</p>
 <p>سعادة المهندس/ عليان بن محمد الوتيد Eng. Olayan M. AlWetaid</p>	 <p>سعادة الأستاذة/ رانيا بنت محمود نشار Ms. Rania M. Nashar</p>
 <p>سعادة الأستاذ/ هاشم بن عثمان الحقيل Mr. Hashem O. AlHekail</p> <p>*يمتنع عن المشاركة والتصويت على البند رقم (2) لوجود تعارض مصالح. *Abstains from the discussion and vote for item No. (2) due to a conflict of interest.</p>	 <p>سعادة الأستاذ/ سبتي بن سليمان السبتي Mr. Sabty S. Al-Sabty</p> <p>*يمتنع عن المشاركة والتصويت على البند رقم (1) لوجود تعارض مصالح. *Abstains from the discussion and vote for item No. (1) due to a conflict of interest.</p>
 <p>سعادة الأستاذة/ سارة بنت جواز السحيمي Mrs. Sarah J. AlSuhaimi</p>	

المبلغ	المدة	شروط الاعمال والعقود	طبيعة الأعمال والعقود	الأعمال والعقود التي تكون الشركة طرفاً فيها، وفيها أو كانت فيها مصلحة لأحد أعضاء مجلس الإدارة	البند
خلال العام، قامت الشركة بشراء وحدات من الصندوق بمبلغ 192,793,405 ريال سعودي، وباعت بمبلغ 136,500,000 ريال سعودي منضماً ربح محقق بقيمة 3,104,526 ريال سعودي، وبذلك أصبح رصيد الاستثمار لدى الشركة كما في ٣١ ديسمبر ٢٠٢٤ م 61,280,000 ريال سعودي والذي يشمل أرباح غير محققة بقيمة 1,532,230 ريال سعودي.	٢٠٢٤م	صندوق استثماري (صندوق مفتوح) للجمهور	استثمارات شركة مجموعة تداول السعودية في صندوق اللهي للتجارة بالريال	١. عضو مجلس الإدارة سعادة الأستاذ/ سبتي بن سليمان السبتي	١
خلال العام، قامت الشركة بشراء وحدات من الصندوق بمبلغ 65,000,000 ريال سعودي، وباعت بمبلغ 41,808,775 ريال سعودي منضماً ربح محقق بقيمة 117,491 ريال سعودي، وبذلك أصبح رصيد الاستثمار لدى الشركة كما في ٣١ ديسمبر ٢٠٢٤ م 23,438,653 ريال سعودي والذي يشمل أرباح غير محققة بقيمة 125,672 ريال سعودي.	٢٠٢٤م	صندوق استثماري (صندوق مفتوح) للجمهور	استثمارات شركة مجموعة تداول السعودية في صندوق دراية للأسواق النقد	٢. عضو مجلس الإدارة سعادة الأستاذ/ هاشم بن عثمان الحقييل	٢

Item	Business or contract to which the company is a party of and in which a director of the company is or was interested	Nature of the contract or business	Conditions of the contract or business	Duration	Amount
1	The Board member Mr. Sabty bin Sulaiman Al-Sabty	Saudi Tadawul Group Holding Company's investment in AlAhl Saudi Riyal Trade Fund	An open ended public mutual fund	2024	During the year, the Company purchased units of funds amounting to SAR 192,793,405 and sold SAR 136,500,000 with realized gain of SAR 3,104,526. At year ended 31 December 2024, the Company held an investment amount of SAR 61,280,000 that includes unrealized gain of SAR 1,532,230.
2	2. The Board member Mr. Hashem bin Othman Al- AlHekail	Saudi Tadawul Group Holding Company's investment in Derayah Money Market Fund	An open ended public mutual fund	2024	During the year, the Company purchased units of funds amounting to SAR 65,000,000 and sold amounting to SAR 41,808,775 with realized gain of SAR 117,491. At year ended 31 December 2024, the Company held an investment amount of SAR 23,438,653 that includes unrealized gain of SAR 125,672.

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